

RECORDATION NO. 21356-E
FILED

SEP 22 '98

11-06 AM

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SEP 22 11 06 AM '98

RECEIVED
SURFACE TRANSPORTATION
BOARD

September 21, 1998

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a), are two (2) copies of a Memorandum of Lease Agreement, dated as of September 17, 1998, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Loan and Security Agreement previously filed with the Board under Recordation Number 21356.

The names and addresses of the parties to the enclosed document are:

Lessor: Southern Illinois Railcar Company
505 Buckeye Drive
Troy, IL 62294

Lessee: Omnisource L.L.C.
1610 North Calhoun Street
Fort Wayne, IN 46808

A description of the railroad equipment covered by the enclosed document is:

twenty (20) gondola railcars bearing SIRX reporting marks (formerly DEEX) and road numbers set forth on Schedule I to the Memorandum.

Mr. Vernon A. Williams
September 21, 1998
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Also enclosed is a check in the amount of \$26.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return one stamped copy of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read "Robert W. Alvord", with a stylized flourish at the end.

Robert W. Alvord

RWA/bg
Enclosures

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MEMORANDUM OF LEASE AGREEMENT

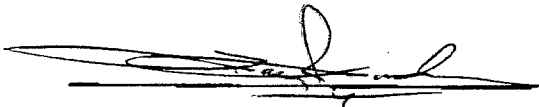
THIS MEMORANDUM, dated as of 9/17/98, is made by and between Southern Illinois Railcar Company, an Illinois corporation with its chief executive office and principal place of business at 505 Buckeye Drive, Troy, Illinois 62294 ("Lessor"), and OmniSource L.L.C. as successor-in-interest to Omnisource Corporation, an Indiana corporation, with its chief executive office and principal place of business at 1610 North Calhoun Street, Fort Wayne, Indiana 46808 (the "Lessee").

Lessee and Lessor hereby state the following:

1. Lessee and Lessor are parties to that certain Lease Agreement dated as of February 26, 1998 (the "Lease"), whereby Lessor has agreed to lease to Lessee and Lessee has agreed to lease from Lessor certain railroad equipment subject to the terms and conditions defined in the Lease.
2. Said Lease extends to the railroad equipment, and only to the railroad equipment, that is identified in Schedule 1 attached hereto.
3. Reference is made to the Lease for a further description of the rights of Southern Illinois Railcar Company under the Lease.

IN WITNESS WHEREOF, the parties have caused this Memorandum to be executed as of the date first above written.

WITNESS:



SOUTHERN ILLINOIS RAILCAR COMPANY

By: 

Name: Fred L. Parsons
Title: President

WITNESS:



OMNISOURCE L.L.C.

As successor-in-interest to Omnisource Corporation

By: 

Name: Phillip R. Bedwell

Title: Director of Rail + Barge Transportation

AG:ldd.omni.3711lease agreement.doc

SCHEDULE 1
LIST OF RAILROAD EQUIPMENT

20 Flat-bottom gondola railcars, each having a capacity of 4000 cubic feet, bearing reporting marks as follows:

<u>Current Car Number</u>	<u>Original Car Number</u>
SIRX380274	DEEX009002
SIRX380275	DEEX009015
SIRX380277	DEEX009028
SIRX380278	DEEX009035
SIRX380282	DEEX009059
SIRX380283	DEEX009062
SIRX380284	DEEX009072
SIRX380291	DEEX009112
SIRX380292	DEEX009125
SIRX380294	DEEX009142
SIRX380300	DEEX009185
2IRX380301	DEEX009195
SIRX380302	DEEX009209
SIRX380304	DEEX009221
SIRX380311	DEEX009269
SIRX380314	DEEX009276
SIRX380315	DEEX009284
SIRX380316	DEEX009290
SIRX380317	DEEX009297
SIRX380318	DEEX009233

District of Columbia)
)
City of Washington) ss:

I, KIM L. BARTMAN, Notary for the District of Columbia, hereby certify that the attached "Memorandum of Lease Agreement", dated as of September 17, 1998 between Southern Illinois Railcar Company, as Lessor and OmniSource L.L.C., as Lessee, is a true and complete copy of the original thereof.

Certified this 17th day of September, 1998.



NOTARY PUBLIC

My commission expires: 3-31-2000